

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
W.R. Grace & Co., <u>et al.</u> ,)	Case No. 01-01139 (KJC)
)	(Jointly Administered)
)	
Debtors.)	Re: D.I. 31718 and 31846

**ORDER APPOINTING RULE 706 EXPERT
REGARDING LUKINS & ANNIS FEE ALLOCATION CLAIM**

In consideration of the *Motion of ZAI Class Counsel for a Common Fund Fee Award* [D.I. 31718] and the *Partial Joinder of Lukins & Annis P.S. in Motion of ZAI Class Counsel for a Common Fee Fund Award, and Counter-Motion to Stay Disbursement of Any Common Fund Fee Award Pending Resolution of all Common Fund Fee Allocation Disputes* [D.I. 31846], and in furtherance of the *Order Granting Motion of ZAI Class Counsel for a Common Fund Fee Award*,
IT IS HEREBY ORDERED AS FOLLOWS:

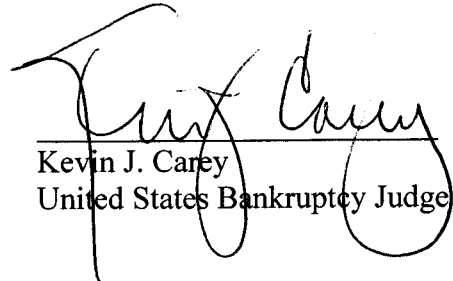
1. The Court hereby appoints the Honorable Judith K. Fitzgerald as a Rule 706 Expert, ("The Expert"). The Expert shall issue a report and recommendation, (the "Report"), with respect to the Lukins & Annis motion for fees and costs. All parties have waived the requirements of Fed. R. Evid. 706 (b)(2), (3) and (4) regarding cross examination or testimony by The Expert.
2. Without waiving their respective legal positions, Class Counsel and Lukins & Annis shall exchange detailed time and expense records within five (5) days of the entry of this Order;
3. Within ten (10) days of the exchange set forth in Paragraph 2, Lukins & Annis shall file with the Court its motion and accompanying

documentation supporting its claim to an allocation of the ZAI class action common fund fee and costs;

4. Within ten (10) days of the receipt of Lukins & Annis' motion, any party wishing to respond to the Lukins & Annis motion shall file with the Court their response and accompanying documentation;
5. Within seven (7) days after receiving the response(s) referred to in Paragraph 4, Lukins & Annis may file its reply, if any, with the Court;
6. The Expert shall have sole discretion to determine the manner, timing and scope of the presentation of (i) evidence and any other submissions to The Expert with respect to the Allocation Dispute, or (ii) any discovery dispute among the parties.
7. Within thirty (30) days of the submission of any reply by Lukins & Annis referred to in Paragraph 5, The Expert shall deliver a copy of her report to the parties and to the Court;
8. Within ten (10) days of the delivery of the report to the Court, any party may file a response to the report.
9. The Court will thereafter issue an Order on the Lukins & Annis motion for fees and costs; and
10. The parties shall be responsible, in the first instance, for payment of The Expert's fees and expenses in the following proportions: (a) 50% to Class Counsel and, (b) 50% to Lukins & Annis; provided further, that after payment of The Expert's fees has been made in the first instance, such

proportions may be readjusted by the Court, in the Court's sole discretion,
upon request of a party.

Dated: April 3, 2014
Wilmington, Delaware


Kevin J. Carey
United States Bankruptcy Judge